

The following is an unofficial English translation of the Notice of Convocation at the 17<sup>th</sup> Ordinary General Meeting of Shareholders of Jupiter Telecommunications Co., Ltd. held on March 23, 2011. The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

March 8, 2011

## To Those Shareholders with Voting Rights

Tomoyuki Moriizumi  
President & CEO  
Jupiter Telecommunications Co., Ltd.  
8-1, Marunouchi 1-chome, Chiyoda-ku,  
Tokyo

### NOTICE OF THE 17th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 17th Ordinary General Meeting of Shareholders of the Jupiter Telecommunications Co., Ltd. (“the Company”). The meeting will be held as described below. If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the Exercise of Voting Rights, indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form, impress your seal thereon, and return the form to arrive before 5:45 p.m., Tuesday, March 22, 2011.

- 1. Date and Time** 10:00 a.m., Wednesday, March 23, 2011
- 2. Place** Hotel Okura Tokyo, South Wing B2, Ascot Hall  
10-4, Toranomon 2-chome, Minato-Ku, Tokyo
- 3. Agenda of the Meeting:**
- Matters to be reported:**
- (1) The Business Report, the Consolidated Financial Statements and Audit Reports of the Accounting Auditor and the Board of Statutory Auditors for the Consolidated Statutory Reports for the 17th Fiscal Term (from January 1, 2010, to December 31, 2010)
  - (2) The Non-Consolidated Financial Statements for the 17th Fiscal Term (from January 1, 2010, to December 31, 2010)
- Proposals to be resolved:**
- Proposal No. 1:** Appropriation of Surplus for the 17th Fiscal Term
  - Proposal No. 2:** Election of 10 Directors
  - Proposal No. 3:** Election of 2 Statutory Auditors
- 4. Decision Regarding Convocation** When the voting right is to be exercised by a proxy, the person who can serve as a proxy is limited to another shareholder with a voting right. In such case, a submission of document to prove the proxy is required.  
When voting is exercised diversely, the voting person must notify the Company in writing of the intention of diverse exercise and reason no later than 3 days prior to the general meeting of shareholders.

When you attend the 17th Ordinary General Meeting of Shareholders of the Company, please submit the enclosed form of Proxy Card at the reception desk.

If any correction is made to the Reference Documents for the general meeting of shareholders, the Business Report, the Non-Consolidated Financial Statements, the Consolidated Financial Statements, such information will be posted in the Company's Internet web site (<http://www.jcom.co.jp/ir/>).

## Reference Documents for the Exercise of Voting Rights

### Proposals and references

#### Proposal No. 1: Appropriation of Surplus for the 17th Fiscal Term

##### Payment of Fiscal-Year-End Dividend

In order to distribute the profits to the Company's shareholders in expression of the Company's gratitude for their assistance, while considering the Company's internal reserves in preparation for future sustainable growth of business, the Company proposes to take the following action with regard to the payment of a fiscal year-end dividend.

- (1) The type of financial assets to be distributed as dividends:  
Cash
- (2) Matters relating to the allocation to shareholders of financial assets distributed as dividends and the aggregate amount thereof:  
¥900 per common share of the Company for an aggregate amount of ¥6,231,339,900  
The Company paid an interim dividend of ¥600 per common share. Accordingly, the Company is proposing the payment of an annual dividend for the fiscal year ended December 31, 2010 under review totaling ¥1,500 per common share.
- (3) The date on which the appropriation of surplus will become effective:  
March 24, 2011

#### Proposal No. 2: Election of 10 Directors

The terms of office of all 11 Directors will expire at the conclusion of the meeting.

Accordingly, the election of the following 10 Directors is proposed.

The candidates for Directors are as follows:

1. Mr. Shuichi Mori Born: March 8, 1949

April 1972	Joined Sumitomo Corporation
April 2000	Corporate Officer, General Manager, Machinery & Electric Systems Division
April 2003	Executive Officer, Corporate Planning & Coordination Dept.
April 2005	Managing Executive Officer, General Manager for Europe (London)
April 2007	Senior Managing Executive Officer, General Manager for Europe (London)
April 2008	Senior Managing Executive Officer, General Manager, Chemical & Electronics Business Unit
June 2008	Member of the Board, Senior Managing Executive Officer, General Manager, Chemical & Electronics Business Unit
April 2009	Member of the Board, Senior Managing Executive Officer, General Manager, Kansai Regional Business Unit
June 2009	Senior Managing Executive Officer, General Manager, Kansai Regional Business Unit (Current)

Ownership of shares of the Company : 0 share

2. Mr. Shunsuke Oyama Born: May 6, 1950

April 1975	Joined Nippon Steel Corporation
July 2000	Corporate Officer, General Manager, Corporate Strategy Planning Office, IDO Corporation
June 2001	Corporate Officer, General Manager, "au" Business Planning Dept., KDDI CORPORATION

April 2003	Vice President, General Manager, Corporate Purchasing Division
April 2004	Executive Vice President, KDDI Telemarketing Inc. (later to be KDDI Evolva Inc.)
April 2006	Vice President, General Manager, Corporate Communications Division, KDDI CORPORATION
June 2007	Vice President, General Manager, Corporate Strategy Planning Office
January 2009	Vice President, General Manager, Corporate Strategy Planning Office, General Manager, Global Strategy Dept.
March 2010	Director, Jupiter Telecommunications Co., Ltd. (Current)
April 2010	Vice President, General Manager, Corporate Strategy Planning Division, General Manager, Global Strategy Dept., KDDI CORPORATION
July 2010	Vice President, General Manager, Corporate Strategy Planning Division
October 2010	Vice President, General Manager, Corporate Strategy Planning Division, General Manager, CATV Business Strategy Planning Division (Current)

Ownership of shares of the Company : 0 share

3. Mr. Tomoya Aoki Born: December 1, 1961

April 1984	Joined The Industrial Bank of Japan, Limited
February 2003	Principal, Global Private Equity, Capital International Research Inc.
July 2007	Chief Financial Officer, General Manager's Aide, Corporate Planning & Strategy Unit, Jupiter Telecommunications Co., Ltd.
September 2007	Chief Financial Officer, General Manager, Corporate Planning & Strategy Unit, General Manager, Corporate Planning & Strategy Division and Accounting & Finance Division
March 2008	Managing Director, Chief Financial Officer, General Manager, Corporate Planning & Strategy Unit, General Manager, Corporate Planning & Strategy Division and Accounting & Finance Division
December 2008	Representative Director, President, Mediatti Communications Inc.
March 2010	Representative Director, Senior Managing Director, Chief Financial Officer, General Manager, Corporate Planning & Strategy Unit, Jupiter Telecommunications Co., Ltd. (Current)

Ownership of shares of the Company : 99 shares

4. Mr. Mineo Fukuda Born: November 4, 1951

April 1975	Joined Recruit Co., Ltd.
June 1999	Executive Director
June 2002	Representative Director, President, Kadokawa Shoten Publishing Co., Ltd.
April 2003	Executive Director & Chief Operating Officer, Kadokawa Holdings Inc. Representative Director, President, Kadokawa Shoten Publishing Co., Ltd.
March 2006	Executive Vice President, Jupiter Telecommunications Co., Ltd.
June 2006	Representative Director, Executive Vice President
April 2010	Adviser, Jupiter Shop Channel Co., Ltd. (Current)

Ownership of shares of the company : 258 shares

5. Mr. Toru Kato Born: February 12, 1964

April 1988      Joined Sumitomo Corporation  
 April 2000      Corporate Officer and Head of Business Planning, Softbank Broad Media Corporation  
 March 2005      Director, Jupiter Telecommunications Co., Ltd. (Current)  
 January 2006    General Manager, Service Strategy Division  
 April 2007      General Manager, Service Strategy Unit, General Manager, Service Strategy Division  
 May 2008       General Manager, Business Strategy Unit, General Manager, Service Strategy Division  
 November 2008 General Manager, Business Strategy Unit, General Manager, Service Strategy Division and Sales Promotion Division  
 April 2009      General Manager, Business Strategy Unit, Deputy General Manager, CATV Business Unit, General Manager, Sales Promotion Division, Service Strategy Division, Kanagawa Business Strategy Division, Kyusyu Business Strategy Division  
 November 2009 General Manager, Business Strategy Unit, General Manager, Service Strategy Division  
 July 2010       General Manager, Business Strategy Unit (Current)

Ownership of shares of the Company : 153 shares

6. Mr. Masayuki Matsumoto    Born: January 12, 1947

April 1969      Joined Matsushita Electric Industrial Co., Ltd.  
 April 2002      Representative Director, President, Osaka Central Cablenetwork Co., Ltd.  
 December 2004 Representative Director, President, Cable West Inc.  
 March 2007      Director, Jupiter Telecommunications Co., Ltd. (Current)  
 July 2007       General Manager, Kansai Business Strategy Division  
 January 2008    Representative Director, President, J:COM West Co., Ltd. (Current)  
 March 2010      Representative Director, President, Suita Cable Television Co., Ltd. (Current)  
                     Representative Director, President, Toyonaka Ikeda Cable Net Co., Ltd.(Current)  
                     Representative Director, President, Takatsuki Cable Network Co., Ltd. (Current)  
                     Representative Director, President, Higashi-Osaka Cable Television Co., Ltd. (Current)  
 April 2010      Assistant to General Manager, CATV Business Unit, Jupiter Telecommunications Co., Ltd.  
 November 2010 Assistant to General Manager, CATV Business Unit, General Manager, Kansai Central Block (Current)

Ownership of shares of the Company : 40 shares

7. Mr. Yoshio Osawa    Born: January 22, 1952

April 1975      Joined Sumitomo Corporation  
 September 1999 General Manager, Electronic Materials & Equipment Dept.  
 April 2001      General Manager, Network Systems Dept.  
 May 2002       Assistant to General Manager, Network Division & General Manager, Network Systems Dept.  
 April 2003      Corporate Officer, General Manager, Network Division  
 April 2005      Executive Officer, General Manager, Network Division  
 March 2007      Director, Jupiter Telecommunications Co., Ltd. (Current)  
 April 2007      Executive Officer, General Manager, Media Division, Sumitomo Corporation

April 2008 Managing Executive Officer, Media, Network & Lifestyle Retail Business Unit  
June 2008 Member of the Board, Managing Executive Officer, Media, Network & Lifestyle Retail Business Unit (Current)

Ownership of shares of the Company : 0 share

8. Mr. Daisuke Mikogami Born: July 7, 1959

April 1983 Joined Sumitomo Corporation  
April 2001 Director, SC ComTex Co., Ltd.  
April 2004 General Manager, Network Managing Business Dept.,  
Sumisho Electronics Co., Ltd.  
August 2005 General Manager, SSE Company Network Managing Dept.,  
Sumisho Computer Systems Corporation  
March 2006 Director, Jupiter Telecommunications Co., Ltd.  
April 2006 General Manager, Cable TV Dept., Media Division, Sumitomo Corporation  
(Current)  
March 2010 Director, Jupiter Telecommunications Co., Ltd. (Current)

Ownership of shares of the Company : 0 share

9. Mr. Hirofumi Morozumi Born: May 2 1956

April 1979 Joined PIONEER CORPORATION  
June 1995 Member of the Board, DDI Corporation  
June 2001 Vice President, KDDI CORPORATION  
April 2003 Associate Senior Vice President  
June 2003 Associate Senior Vice President, Member of the Board  
April 2004 Associate Senior Vice President, General Manager, Mobile-Solution Business Sector, Member of the Board  
April 2005 Associate Senior Vice President, General Manager, "au" Business Sector, Member of the Board  
December 2005 Associate Senior Vice President, General Manager, Consumer Business Sector, Member of the Board  
April 2007 Associate Senior Vice President, General Manager, Group Strategy, Corporate Administration and Human Resources, Member of the Board  
June 2007 Senior Vice President, General Manager, Corporate Administration and Human Resources, Corporate Strategy, Member of the Board  
March 2010 Director, Jupiter Telecommunications Co., Ltd. (Current)  
April 2010 Senior Vice President, General Manager, Corporate Sector, Member of the Board, KDDI CORPORATION  
June 2010 Executive Vice President, General Manager, Corporate Sector, Member of the Board (Current)

Ownership of shares of the Company : 0 share

10. Mr. Makoto Takahashi Born: October 24, 1961

April 1984 Joined KYOCERA Corporation  
June 1984 Joined DDI Corporation

April 2003	Vice President, General Manager, Contents Division, KDDI CORPORATION
April 2004	Vice President, General Manager, Content and Media Division
April 2007	Vice President, General Manager, Consumer Business Sector
June 2007	Associate Senior Vice President, General Manager, Consumer Business Sector, Member of the Board
April 2009	Associate Senior Vice President, General Manager, Consumer Service & Product Sector, Member of the Board
March 2010	Director, Jupiter Telecommunications Co., Ltd. (Current)
April 2010	Associate Senior Vice President, General Manager, Group Strategy Sector, Member of the Board, KDDI CORPORATION
June 2010	Senior Vice President, General Manager, Group Strategy Sector, Member of the Board (Current)

Ownership of shares of the Company : 0 share

*Notes:1. No conflict of interest exists between the Company and any of the candidates for Director except for Masayuki Matsumoto.*

*2. Director candidate, Masayuki Matsumoto is the representative director of J:COM West Co., Ltd., Suita Cable Television Co., Ltd., Toyonaka Ikeda Cable Net Co., Ltd., Takatsuki Cable Network Co., Ltd., and Higashi-Osaka Cable Television Co., Ltd. and the Company has trading relationship such as provisioning of duties.*

*3. Director candidates Yoshio Osawa, Daisuke Mikogami, Hirofumi Morozumi and Makoto Takahashi satisfy the required conditions for outside directors.*

*4. Outside director candidates, Yoshio Osawa and Daisuke Mikogami have thorough understanding of broadcast and telecommunication industries and judged capable of executing the duties appropriately from the professional prospective on the Company's business.*

*5. Outside director candidates, Hirofumi Morozumi and Makoto Takahashi have thorough understanding of telecommunication industries and judged capable of executing the duties appropriately from the professional prospective on the Company's business.*

*6. Outside director candidate, Yoshio Osawa is a current outside director of the Company. The duration of his service is 4 years at the end of this Ordinary Shareholders Meeting. Outside director candidates, Daisuke Mikogami, Hirofumi Morozumi and Makoto Takahashi are the current outside directors of the Company. The duration of their service is 1 year at the end of this Ordinary Shareholders Meeting.*

### **Proposal No. 3: Election of 2 Statutory Auditors**

At the conclusion of the meeting, statutory auditor Akira Ito will resign. For his successor, Kunio Fujimoto is proposed. In addition to that, Katsuyuki Yamaguchi is also proposed, in order to further fortify the auditing structure. The Board of statutory auditors has agreed on this issue.

1. Mr. Kunio Fujimoto	Born: November 17, 1950
April 1973	Joined Sumitomo Corporation
March 1990	SUMICORP FINANCE LTD. (London)
March 2000	General Manager, Project & Structured Finance Dept., Sumitomo Corporation
April 2004	Corporate Officer, General Manager, Corporate Finance Dept.
April 2006	EVP and CFO, Sumitomo Corporation of America
May 2009	President, Sumitomo Shoji Financial Management Co., Ltd.
March 2011	Adviser (Current)

Ownership of shares of the Company : 0 share

2. Mr. Katsuyuki Yamaguchi Born: September 22, 1966  
April 1991 Attorney at Law in Japan  
Joined Nishimura & Partners (later to be Nishimura & Asahi)  
January 1998 Attorney at Law in New York  
August 2000 Partner, Nishimura & Asahi (Current)  
March 2001 Statutory Auditor, Rakuten, Inc. (Current)  
July 2007 Statutory Auditor, FreeBit Co., Ltd. (Current)

Ownership of shares of the Company : 0 share

*Notes:1. No conflict of interest exists between the Company and the candidate for the statutory auditors.*

*2. Katsuyuki Yamaguchi satisfies the required conditions for outside statutory auditor.*

*3. Outside statutory auditor candidate, Katsuyuki Yamaguchi is familiar with corporate law as a lawyer, and accumulates experience in other listed company as the outside statutory auditor. By using his knowledge and experience from the independent position, he can execute duties fairly and objectively as outside statutory auditor. Also he is the independent auditor candidate, under the financial instruments exchange rules.*

*4. The Company may enter into a liability limitation agreement for an outside statutory auditor's liability for damages according to Article 31 of Articles of Incorporation. With such outside statutory auditor, provided that the maximum amount of the liability pursuant to such agreement shall be the higher of either an amount that has been previously determined and which shall not be less than 5,000,000 yen, or the minimum liability limit amount provided by laws and regulations.*

*If outside auditor candidate, Katsuyuki Yamaguchi were elected, the company would enter into a such liability limitation agreement with the candidate.*